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FLORIDA DEPARTMENT OF STATE

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Division of Corporations

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10-1-07

MERGER OR SHARE EXCHANGE

LARMIS, INC (a Tennessee Corporation)

Certificate of Status	0
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Merger

09/27/07



September 25, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

LARMIS, INC.
1005 MANGO ISLE
FORT LAUDERDALE, FL 33315

SUBJECT: LARMIS, INC.
REF: P01000053852

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ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

10-1-07

Name
LARMIS, INC

Jurisdiction
Tennessee

Document Number
0553845

Second: The name and jurisdiction of each merging corporation:

Name
LARMIS, INC..

Jurisdiction
Florida

Document Number
P01000053852

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on October 1, 2007

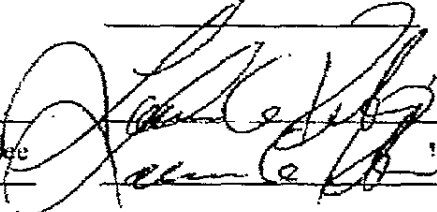
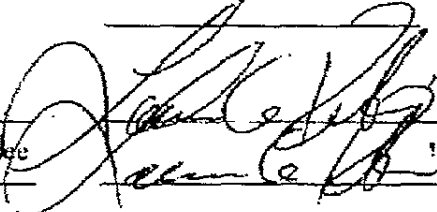
Fifth: Adoption of Merger by surviving corporation-The Plan of Merger was adopted by the shareholders of the surviving corporation on September 20, 2007.

Sixth: Adoption of Merger by merging corporation(s)-The Plan of Merger was adopted by the shareholders of the merging corporation(s) on September 20, 2007.

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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature of an Officer	Typed or Printed Name of Individual & Title
LARMIS, INC. Florida		LAURENCE A. RUBIN, Pres
LARMIS, INC. Tennessee		LAURENCE A. RUBIN, Pres

PLAN OF MERGER OF LARMIS, INC.,
a Florida corporation
INTO LARMIS, INC.,
a Tennessee corporation

ARTICLE I

NAMES OF CONSTITUENT CORPORATIONS

1. The name of each constituent corporation is LARMIS, INC., one a Florida corporation and one a Tennessee corporation.

2. The name of the surviving corporation is LARMIS, INC., a Tennessee corporation, and subsequent to the merger, its name shall remain unchanged.

ARTICLE II

SHARES OF CONSTITUENT CORPORATIONS

1. As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights are:

LARMIS, INC., a Florida corporation	1,000 shares of \$1 par value common stock
LARMIS, INC., a Tennessee corporation	1,000 shares of no par value common stock

ARTICLE III

TERMS AND CONDITIONS OF THE PROPOSED MERGER

The terms and conditions of the proposed merger are as follows:

1. The purposes, the registered agent, the address of the registered agent, the address of the registered office, the numbers of directors and capital stock of the surviving corporation shall now be as appears in the Articles of Incorporation of LARMIS, INC., a Tennessee corporation, as on file with the Office of the Department of State of Tennessee. The terms and provisions of such Articles of Incorporation shall be deemed the Articles of Incorporation of the surviving corporation.

2. The persons who upon the effective date of the merger shall constitute the Board of Directors of the surviving corporation shall be the persons constituting the Board of Directors of LARMIS, INC., a Tennessee corporation, on the effective date.

3. The persons who upon the effective date of the merger shall constitute the Officers of the surviving corporation shall be the persons constituting the Officers of LARMIS, INC., a Tennessee corporation on the effective date.

4. This Agreement is approved by the shareholders, without a meeting, as attached.

5. Upon the effective date, the separate existence of LARMIS, INC., a Florida corporation shall cease, and shall be merged into the surviving corporation, and the surviving

corporation shall continue unaffected and unimpaired by the merger; all liabilities of the merged corporation shall then attached to the surviving corporation.

ARTICLE IV

MANNER AND BASIS OF CONVERTING SHARES OF THE CONSTITUENT CORPORATIONS INTO SHARES OF THE SURVIVING CORPORATION

As the shareholders of both corporations and their respective sharehold interests in each corporation is identical, all shares of LARMIS, INC., a Florida corporation outstanding on the effective date of the merger and all rights in respect thereto shall, forthwith upon such effective date, be surrendered and deemed terminated and need not be exchanged for any shares of the surviving corporation.

ARTICLE V

MISCELLANEOUS PROVISIONS

1. Effective Date October 1, 2007. This Plan shall be submitted to the respective shareholders of the constituent corporations as provided by law for the adoption thereof by the requisite votes of the shareholders of each of the constituent corporations as provided by law, all in accordance with the Tennessee Code of the State of Tennessee and the Corporation Act of the State of Florida.

2. Abandonment of Merger. If, at any time prior to the effective date hereof, events or circumstances occur, which, in the opinion of a majority of the Board of Directors of either constituent corporation, renders it inadvisable to consummate the merger, this Plan of Merger shall not become effective even though previously adopted by the shareholders of the constituent corporations as hereinbefore provided. The filing of the merger shall conclusively establish that no action to terminate this Plan has been taken by the Board of Directors of either constituent corporation.

IN WITNESS WHEREOF, the duly authorized officers of the constituent corporations LARMIS, INC., a Florida corporation and LARMIS, INC., a Tennessee corporation, acting through their duly authorized officers, this 20 day of September, 2007, have signed this Plan of Merger.

ATTEST:


RUTH-ANN RUBIN, Secretary


LARMIS, INC., a Florida corporation

By: 
LAURENCE A. RUBIN, President

ATTEST:


RUTH-ANN RUBIN, Secretary

LARMIS, INC., a Tennessee corporation

By: 
LAURENCE A. RUBIN, President